1176473

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption state exemption unless such exemption is predicated on the filing of a federal notice.

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM D



OMB APPROVAL
OMB Number: 3235-0076
Expires: May 31, 2002
Estimated average burden hours per response...1

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

SEC USE	ONLY
Prefix	Serial
DATE RE	CEIVED

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		ent and name has changed	, and indicate change	∍.)
Convertible Note Payable a Filing Under (Check box that apply): Type of Filing: [] New Filing:	(es) [] <u>Rule 504</u> []	Rule 505 [x] Rule 506	[] Section 4(6)	[] ULOE
	A.	BASIC IDENTIFICATION	DATA &	
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Enter the information relation relation relations	equested about the is	ssuer		
Underground Solutions, Inc		it and name has changed, a		
		reet, City, State, Zip Code)		
Address of Principal Busi (Including Area Code) (if Same as above	ness Operations (Nu	imber and Street, City, State tive Offices)	e, Zip Code) Telepho	PROCESSE
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[] business trust	[] limited par	rtnership, to be formed		
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#314469 VI

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under <u>Regulation D</u> or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC. Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

A. BASIC IDENTIFICATION DATA

- 2. Enter the information requested for the following:
 - Each promoter of the issuer, if the issuer has been organized within the past five years;
 - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
 - Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
 - Each general and managing partner of partnership issuers.

Check Box(es) that Apply: Smith, Mark A.	[] Promoter	[x]	Beneficial Owner	[x]	Executive Officer	[x]	Director	[]	General and/or Managing Partner
Full Name (Last nam	e first, if individ	ual)	- 740 and the second state of 7 and self-record	A Print Place who had	ng nghiyati da 19 ka California ng Hadak ang ng garawa n i bisa sa ta la	a de servicio	harant discourses the properties.	and sandalogue,	and to be about the law of the contract of the
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Apply:			Owner		Officer				Managing Partner
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Business or Residen	ce Address (N	umb	er and Street	Citv. S	State. Zip Co	de)			

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

B. INFORMATION ABOUT OFFERING

Answer also in Appendix, Column 2, if filing under ULOE. 2. What is the minimum investment that will be accepted from any individual? 3. Does the offering permit joint ownership of a single unit? 3. Does the offering permit joint ownership of a single unit? 4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer end. Full Name (Last name first, if individual) VentureRound Group, LLC Business or Residence Address (Number and Street, City, State, Zip Code) 135 East s th Street 15 th Floor, New York, NY Name of Associated Broker or Dealer Round I USA, Inc. States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States) [] All States	1. Has		er sold,	or does	the issue	er intend	to sell, t	o non-ac	credited	investor	s in	Yes []	No [X]
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3. Does the offering permit joint ownership of a single unit? 4. Enter the information requested for each person who has been or will be paid or given, directly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering, if a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer from the thing (5) persons to be listed are associated person or spent of a broker or dealer, you may set forth the information for that broker or dealer only. Full Name (Last name first, if individual) VentureRound Group, LLC Business or Residence Address (Number and Street, City, State, Zip Code) 135 East \$\frac{1}{2}\$ Street 15\tilde{1}\$ Floor, New York, NY Name of Associated Broker or Dealer Round 1 USA, Inc. States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)	2. Wha	at is the	minimun	n investn	nent that	will be a	ccepted	from an	y individi	ual?		\$ 25,000.	00
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(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

#314469 VI

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box " and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Aiready Sold
Debt	\$ 1,725,000.00	\$ 480,000.00
Equity	\$.00	\$
[] Common [] Preferred		
Convertible Securities (including warrants) Partnership Interests Other (Specify). Total	\$ 691,000.00 \$.00 \$.00 \$ 2,416,000.00	\$ <u>231,320.00</u> \$ <u>.00</u> \$ <u>.00</u> \$ <u>711,320.00</u>
Answer also in Appendix, Column 3, if filing under ULOE.		
2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."	•	
Accredited Investors Non-accredited Investors Total (for filings under Rule 504 only)	Number Investors 10 0	Aggregate Dollar Amount of Purchases \$ 711,320.00 \$ 0 \$
Answer also in Appendix, Column 4, if filing under ULOE.		
3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.) e	
	Type of Security	, Dollar Amount
Type of offering	Type of Security	Sold
Type of offering Rule 505	Type of Security	Sold \$
Rule 505Regulation A	Type of Security	\$ \$
Rule 505	Type of Security	\$

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's FeesPrinting and Engraving Costs		[] \$
Legal Fees		[X] \$ 5,000.00
Accounting Fees		[] \$
Engineering Fees	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	[] \$
Sales Commissions (specify finders' fees separately)		[] \$ 261,000.00
Other Expenses (identify)		[] \$
Total		[] \$266,000.00
 b. Enter the difference between the aggregate offering price giver C - Question 1 and total expenses furnished in response to Part C difference is the "adjusted gross proceeds to the issuer." 		
5. Indicate below the amount of the adjusted gross proceeds to issuer used or proposed to be used for each of the purposes show the amount for any purpose is not known, furnish an estimate check the box to the left of the estimate. The total of the paym listed must equal the adjusted gross proceeds to the issuer set for response to Part C – Question 4.b above.	vn. If and ents	
	Payments to)
	Officers,	
	Directors, & Affiliates	
Salaries and fees	[X]\$ 90,000.00	0 [X]\$ 300,000.00
Purchase of real estate	[]\$	
Purchase, rental or leasing and installation of machinery		
and equipment	[]\$	_ [X]\$ <u>600,000.00</u>
Construction or leasing of plant buildings and facilities	[]\$	
Acquisition of other businesses (including the value of		
securities involved in this offering that may be used in	r 1 \$	[]\$
exchange for the assets or securities of another issuer	L 17	L J T
pursuant to a merger)		
Repayment of indebtedness	[X] \$ <u>40,000.0</u>	0 [X] \$ 400,000.00
Working capital	[]\$	[X] \$ 720,000.00
Other (specify):	[]\$	[]\$
	[]\$	[]\$
Column Totals	[X] \$ 130,000 (00 [X] \$2,020,000.00
	[Λ] Ψ <u>100,</u> 000.	<u>50 [/\] \\Z\0\Z\0\0\0\0\0\</u>

D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type)	Signature	Date
Underground Solutions, Inc.	1/1/5	4-8-03
Name of Signer (Print or Type)	Title of Signer (Print or Type)	
Mark A. Smith	President/CEO	

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)